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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017 , and ending 12-31-2017

Name of foundation
THE LOIS AND RICHARD ENGLAND FOUNDATION
INC C/O RICHARD ENGLAND JR

A Employer identification number
52-1691418

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 34-1107

Room/suite

B Telephone number (see instructions)
(301) 657-7737

City or town, state or province, country, and ZIP or foreign postal code
WEST BETHESDA, MD 20827

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 27,836,746

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	50,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	7,922	7,922		
	4	Dividends and interest from securities	435,598	435,598		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,188,826			
	b	Gross sales price for all assets on line 6a 2,510,661				
	7	Capital gain net income (from Part IV, line 2)		1,188,826		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	45,993	9,092		
	12	**Total.** Add lines 1 through 11	1,728,339	1,641,438		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	580	0		580
	b	Accounting fees (attach schedule)	9,880	3,940		4,940
	c	Other professional fees (attach schedule)	332,878	142,853		190,025
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	47,733	9,733		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	23,306	0		23,306
	21	Travel, conferences, and meetings	2,498	0		2,498
	22	Printing and publications	5,939	0		5,939
	23	Other expenses (attach schedule)	15,714	230		14,479
	24	**Total operating and administrative expenses.** Add lines 13 through 23	438,528	156,756		241,767
	25	Contributions, gifts, grants paid	1,054,659			1,054,659
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,493,187	156,756		1,296,426
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	235,152			
	b	**Net investment income** (if negative, enter -0-)		1,484,682		
	c	**Adjusted net income**(if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	200,171	4,986	4,986
	2	Savings and temporary cash investments	235,462	595,092	595,092
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	16,284,603	16,157,954	23,797,048
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	2,183,821	2,381,177	3,439,620
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	18,904,057	19,139,209	27,836,746
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	18,904,057	19,139,209	
	30	**Total net assets or fund balances** (see instructions)	18,904,057	19,139,209	
	31	**Total liabilities and net assets/fund balances** (see instructions)	18,904,057	19,139,209	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	18,904,057
2	Enter amount from Part I, line 27a	2	235,152
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	19,139,209
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,139,209

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 1,188,826

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,306,696	25,142,065	0 051973
2015	1,124,142	25,201,660	0 044606
2014	1,375,531	22,333,854	0 061590
2013	2,870,798	21,167,569	0 135622
2012	2,395,742	23,014,161	0 104099

2 **Total** of line 1, column (d)	2	0 397890
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 079578
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	26,282,639
5 Multiply line 4 by line 3	5	2,091,520
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,847
7 Add lines 5 and 6	7	2,106,367
8 Enter qualifying distributions from Part XII, line 4	8	1,296,426

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	29,694
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	29,694
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	29,694
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	47,809		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d	272		
7	Total credits and payments Add lines 6a through 6d			7	48,081
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	18,387
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 18,387 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW FDNCENTER ORG/GRANTMAKER/ENGLAND

14 The books are in care of ▶THE ORGANIZATION Telephone no ▶(301) 657-7737

Located at ▶PO BOX 34-1107 WEST BETHESDA MD ZIP+4 ▶20827

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 |

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶	☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
RICHARD ENGLAND JR PO BOX 34-1107 WEST BETHESDA, MD 20827	PRESIDENT 10 00	0	0	0
NONIE AKMAN PO BOX 34-1107 WEST BETHESDA, MD 20827	BOARD MEMBER 2 00	0	0	0
LARRY AKMAN PO BOX 34-1107 WEST BETHESDA, MD 20827	BOARD MEMBER 2 00	0	0	0
DIANA ENGLAND PO BOX 34-1107 WEST BETHESDA, MD 20827	BOARD MEMBER 2 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 . . . . ▶ 0

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations,see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities.			1a	26,242,909
b	Average of monthly cash balances.			1b	439,973
c	Fair market value of all other assets (see instructions).			1c	0
d	**Total** (add lines 1a, b, and c).			1d	26,682,882
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0		
2	Acquisition indebtedness applicable to line 1 assets.			2	0
3	Subtract line 2 from line 1d.			3	26,682,882
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	400,243
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	26,282,639
6	**Minimum investment return.** Enter 5% of line 5.			6	1,314,132

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6.			1	1,314,132
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	29,694		
b	Income tax for 2017 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	29,694
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	1,284,438
4	Recoveries of amounts treated as qualifying distributions.			4	0
5	Add lines 3 and 4.			5	1,284,438
6	Deduction from distributable amount (see instructions).			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	1,284,438

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,296,426
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,296,426
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	1,296,426

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7					1,284,438
2 Undistributed income, if any, as of the end of 2017					
a Enter amount for 2016 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2017					
a From 2012.	1,255,536				
b From 2013.	1,848,856				
c From 2014.	297,874				
d From 2015.					
e From 2016.	75,643				
f **Total** of lines 3a through e.		3,477,909			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 1,296,426					
a Applied to 2016, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2017 distributable amount.					1,284,438
e Remaining amount distributed out of corpus		11,988			
5 Excess distributions carryover applied to 2017 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		3,489,897			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .		1,255,536			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		2,234,361			
10 Analysis of line 9					
a Excess from 2013. . . .	1,848,856				
b Excess from 2014. . . .	297,874				
c Excess from 2015. . . .					
d Excess from 2016. . . .	75,643				
e Excess from 2017. . . .	11,988				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	**(b)** 2016	**(c)** 2015	**(d)** 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

MAGGIE HUDAK PROGRAM ADMINISTRATOR
PO BOX 34-1107
WEST BETHESDA, MD 20827
(301) 657-7737

b The form in which applications should be submitted and information and materials they should include

IN WRITING, INCLUDE AN ANNUAL REPORT, A COPY OF THE IRS DETERMINATION LETTER AND ANY OTHER LITERATURE/INFORMATION RELATED TO THE ORGANIZATION

c Any submission deadlines

FALL AND SPRING

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

THE FOUNDATION IS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL TAX-EXEMPT PURPOSES, THE ORGANIZATION MUST BE ORGANIZED IN THE US OR ANY OF ITS POSSESSIONS, AND ANY GRANTS OR GIFTS TO THE ORGANIZATON MUST BE USED WITHIN THE US OR ANY OF ITS POSSESSIONS

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,054,659
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	7,922	
4 Dividends and interest from securities. . . .			14	435,598	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	18,223	
8 Gain or (loss) from sales of assets other than inventory			18	1,188,826	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SUBLEASE INCOME			16	7,770	
b RETURN OF PY GRANT GIVEN					20,000
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		1,658,339	20,000

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 1,678,339

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
11B	RETURN OF A GRANT GIVEN IN 2016

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2018-10-09	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
FRANK H SMITH		2018-10-09		P00639053
Firm's name ▶ RAFFAPC				Firm's EIN ▶52-1511275
Firm's address ▶ 1899 L STREET NW 900 WASHINGTON, DC 20036				Phone no (202) 822-5000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PARTNERSHIP INVESTMENTS K-1	P		
PUBLICLY TRADED SECURITIES-DF DENT	P		
PUBLICLY TRADED SECURITIES-DF DENT	P		
WASHINGTON MUTUAL INVESTERS CL A	P		
PUBLICLY TRADED SECURITIES-CHARLES SCHWAB # 2561	P		
PUBLICLY TRADED SECURITIES- CHARLES SCHWAB # 1810	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
			110,107
865,998		430,013	435,985
35,882		43,373	-7,491
200,000		124,017	75,983
751,125		581,854	169,271
249,976		252,685	-2,709
407,680			407,680

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			110,107
			435,985
			-7,491
			75,983
			169,271
			-2,709
			407,680

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE POSSE FOUNDATION 1319 F STREET NW WASHINGTON, DC 20004	NONE	PUBLIC CHARITY	GENERAL MISSION	25,000
REACH INC729 8TH STREET SE WASHINGTON, DC 20003	NONE	PUBLIC CHARITY	GENERAL MISSION	25,000
THE LITERACY LAB1003 K STREET NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	GENERAL MISSION	30,000
Total . . . . ▶ **3a**				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DC ALLIANCE OF YOUTH ADVOCATES 1220 L STREET NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	YOUTH MENTOR PROGRAM	25,000
DC COLLEGE SUCESS FOUNDATION 1805 7TH STREET NW SUITE 500 WASHINGTON, DC 20003	NONE	PUBLIC CHARITY	GENERAL MISSION	30,000
DC PROMISE NEIGHBORHOOD 1300 44TH STREET NE ROOM 311 WASHINGTON, DC 20019	NONE	PUBLIC CHARITY	GENERAL MISSION	25,000
Total . . . . ▶ **3a**				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DC SCORES 1224 M STREET NW SUITE 200 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL MISSION	35,000
MEDSTAR GEOGETOWN HOSPITALCENTER FOR INNOVATION 2115 WISCONSIN AVENUE NW WASHINGTON, DC 20007	NONE	PUBLIC CHARITY	GENERAL MISSION	25,000
HIGHER ACHIEVEMENT 317 8TH STREET NE WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	GENERAL MISSION	35,000
Total . . . . ▶ **3a**				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LATIN AMERICAN YOUTH CENTER 1419 COLUMBIA ROAD NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	GENERAL MISSION	30,000
LIFE PIECES TO MASTERPIECES 5600 EADS STREET NE WASHINGTON, DC 20019	NONE	PUBLIC CHARITY	GENERAL MISSION	25,000
ONE WORLD EDUCATION 1800 KENYON STREET NW WASHINGTON, DC 20010	NONE	PUBLIC CHARITY	GENERAL MISSION	25,000
Total . . . . ▶ 3a				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VITAL TALKPO BOX 30189 SEATTLE, WA 98113	NONE	PUBLIC CHARITY	GENERAL MISSION	102,088
DC ALLIANCE OF YOUTH ADVOCATES 1220 L STREET NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL MISSION	5,000
AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH STREET NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL MISSION	15,000
Total . . . . ▶ 3a				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AVODAH 1886 12TH STREET NW 3RD FLOOR WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
BEND THE ARC330 SEVENTH AVENUE NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
DC JEWISH COMMUNITY CENTER 1529 16TH STREET NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	MCCS	10,000
Total . . . . ▶ **3a**				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
JEWS UNITED FOR JUSTICE 1633 CONNECTICUT AVENUE NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
RELIGIOUS ACTION FOR REFORM JUDISM 2027 MASS AVENUE NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL MISSION	15,000
TZEDEC 4340 CONNECTICUT AVENUE NW WASHINGTON, DC 20008	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
Total . . . . ▶ 3a				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
YACHAD8720 GEORGIA AVENUE SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
ANTI-DEFAMATION LEAGUE 1100 CONNECTICUT AVENUE NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL MISSION	35,000
AMERICAN JEWISH COMMITTEE 1156 15TH STREET NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
Total . . . . ▶ 3a				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
JEWISH SOCIAL SERVICES 200 WOOD HILL ROAD ROCKVILLE, MD 20850	NONE	PUBLIC CHARITY	GENERAL MISSION	15,000
THE ABRAHAM FUND 9 EAST 45TH STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL MISSION	15,000
YEDID492 CEDAR LANE 335 TEANECK, NJ 07666	NONE	PUBLIC CHARITY	GENERAL MISSION	15,000
Total . . . . ▶ **3a**				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN JEWISH COMMITTEE 1156 15TH STREET NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL MISSION	20,000
SIXTH & I1816 12TH STREET NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	GENERAL MISSION	15,000
NEW ISRAEL FUNDNEW ISRAEL FUND 330 SEVENTH AVENUE 11TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL MISSION	30,000
Total . . . . ▶ **3a**				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NEW ISRAEL FUNDASSOCIATION OF CIVIL RIGHTSIN ISRAEL 330 SEVENTH AVENUE 11TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL MISSION	20,000
NEW ISRAEL FUNDANU 330 SEVENTH AVENUE 11TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
NEW ISRAEL FUNDIRAC 330 SEVENTH AVENUE 11TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL MISSION	20,000
Total . . . . ▶ **3a**				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NEW ISRAEL FUNDEEW 330 SEVENTH AVENUE 11TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
NEW ISRAEL FUNDTSOFEN 330 SEVENTH AVENUE 11TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
PEF ENDOWMENT FUNDSIKKUY 630 THIRD AVENUE SUITE 1501 NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL MISSION	30,000
Total . . . . ▶ **3a**				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PEF ENDOWMENT FUNDJASMINE 630 THIRD AVENUE SUITE 1501 NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
PEF ENDOWMENT FUNDKAV MASHVE 630 THIRD AVENUE SUITE 1501 NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
US AGAINST ALZHEIMERS 2 WISCONSIN CIRCLE SUITE 700 CHEVY CHASE, MD 20815	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
Total . . . . ▶ **3a**				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WASHINGTON DC JCC 1529 16TH STREET NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	25,000
WASHINGTON DC JCC 1529 16TH STREET NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL MISSION	5,000
ISRAELI ARAB TASK FORCE 711 THIRD AVENUE NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL MISSION	5,000
Total . . . . ▶ 3a				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DC AYA1220 L STREET NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	YOUTH ADOVACY FOR ACTION FORUM	5,000
WASHINGTON REGIONAL ASSOCIATION OF GRANTMAKERS 1400 16TH STREET NW SUITE 740 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	CHILDREN, YOUTH AND FAMILIES WORKING GROUP	2,000
AMERICAN JEWISH JT DISTRIBUTIONJCDR SYRIA 711 THIRD AVENUE 10TH FLOOR NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL MISSION	25,000
Total . . . . ▶ **3a**				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WASHINGON UNIVERSITY 1 BROOKINGS DRIVE ST LOIUS, MO 63130	NONE	PUBLIC CHARITY	GENERAL MISSION	2,000
DC SCORES1224 M STREET SUITE 200 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL MISSION	2,500
LATIN AMERICAN YOUTH CENTER 1419 COLUMBIA ROAD NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
Total . . . . ▶ **3a**				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MAIN STREET111 MARYLAND AVENUE ROCKVILLE, MD 20850	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
BRADY CENTER TO PREVENT GUN VIOLENCE 840 FIRST STREET NE SUITE 400 WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	GENERAL MISSION	10,000
BUILDING BRIDGES ACROOS THE RIVER 1901 MISSISSIPPI AVENUE SE SUITE 101 WASHINGTON, DC 20020	NONE	PUBLIC CHARITY	11TH STREET PARK	5,000
Total . . . . ▶ **3a**				1,054,659

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HIGHER ACHIEVEMENT 317 8TH STREET NE WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	GENERAL MISSION	20,000
CHESS CHALLENGE 5185 MCCARTHUR BLVD 620 WASHINGTON, DC 20016	NONE	PUBLIC CHARITY	GENERAL MISSION	75,000
CHESS CHALLENGE 5185 MCCARTHUR BLVD 620 WASHINGTON, DC 20016	NONE	PUBLIC CHARITY	GENERAL MISSION	36,071
Total . . . . ▶ 3a				1,054,659

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491283001008

TY 2017 Accounting Fees Schedule

Name: THE LOIS AND RICHARD ENGLAND FOUNDATION INC C/O RICHARD ENGLAND JR

EIN: 52-1691418

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	9,880	3,940		4,940

TY 2017 Investments Corporate Stock Schedule

Name: THE LOIS AND RICHARD ENGLAND FOUNDATION INC C/O RICHARD ENGLAND JR

EIN: 52-1691418

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DF DENT	3,009,303	6,691,544
LOOMIS SAYLES INVESTMENT	2,164,387	2,239,826
WASHINGTON MUTUAL INVESTOR FUND	1,933,943	2,721,904
NEW PERSPECTIVE FUND	571,472	850,662
SCHWAB #2561	6,219,581	8,205,879
SCHWAB #1810	1,227,444	2,108,818
CPG ACTIVIST FUND	219,379	210,512
CPG CARLYLE PRIVATE FUND	654,945	603,898
CPG BROOKFIELD FUND	157,500	164,005

TY 2017 Legal Fees Schedule

Name: THE LOIS AND RICHARD ENGLAND FOUNDATION INC C/O RICHARD ENGLAND JR

EIN: 52-1691418

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	580	0		580

TY 2017 Other Assets Schedule

Name: THE LOIS AND RICHARD ENGLAND FOUNDATION INC C/O RICHARD ENGLAND JR

EIN: 52-1691418

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
HILLSON PARTNERS LP	905,559	954,844	982,432
CARLYLE FUND LLC (UBS)	8,101	7,499	9,444
TIFF REAL ESTATE PARTNERS	81,235	77,703	25,860
ISRAEL BONDS	400,000	400,000	400,000
CARLYLE FUND 2	198,874	151,642	113,620
TIFF ABSOLULTE CLASS C SERIES 1	307,637	307,637	268,137
TIFF ABSOLUTE CLASS B	282,415	182,415	1,340,690
ENTERPRISE COMMUNITY PARTNERS	0	200,000	200,000
AVISTONE CITYGATE	0	99,437	99,437

TY 2017 Other Expenses Schedule

Name: THE LOIS AND RICHARD ENGLAND FOUNDATION INC C/O RICHARD ENGLAND JR

EIN: 52-1691418

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	230	230		0
SUBSCRIPTIONS	4,810	0		4,810
POSTAGE	198	0		198
SUPPLIES	3,009	0		3,009
TELEPHONE, FAX, DSL LINES	2,161	0		2,161
PARKING	3,190	0		3,190
INSURANCE	915	0		915
COMPUTER REPAIRS AND MAINT	196	0		196
PARTNERSHIP INVESTMENT UBI	1,005	0		0

TY 2017 Other Income Schedule

Name: THE LOIS AND RICHARD ENGLAND FOUNDATION INC C/O RICHARD ENGLAND JR

EIN: 52-1691418

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INVESTMENT	1,322	1,322	1,322
NONDIVIDEND DISTRIBUTIONS	16,901	0	16,901
SUBLEASE INCOME	7,770	7,770	7,770
RETURN OF PY GRANT GIVEN	20,000		20,000

TY 2017 Other Professional Fees Schedule

Name: THE LOIS AND RICHARD ENGLAND FOUNDATION INC C/O RICHARD ENGLAND JR

EIN: 52-1691418

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	142,853	142,853		0
CONSULTING FEE	190,025	0		190,025

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TY 2017 Taxes Schedule

Name: THE LOIS AND RICHARD ENGLAND FOUNDATION INC C/O RICHARD ENGLAND JR

EIN: 52-1691418

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	38,000	0		0
FOREIGN TAXES	9,733	9,733		0

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** ***www irs gov/form990***

OMB No 1545-0047

2017

Name of the organization	Employer identification number
THE LOIS AND RICHARD ENGLAND FOUNDATION INC C/O RICHARD ENGLAND JR	52-1691418

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	**Employer identification number**
THE LOIS AND RICHARD ENGLAND FOUNDATION INC C/O RICHARD ENGLAND JR	52-1691418

Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MRS LOIS ENGLAND PO BOX 34-1107 BETHESDA, MD 20827	$ 50,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE LOIS AND RICHARD ENGLAND FOUNDATION INC C/O RICHARD ENGLAND JR	52-1691418

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE LOIS AND RICHARD ENGLAND FOUNDATION INC C/O RICHARD ENGLAND JR	52-1691418

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of** ***exclusively*** **religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.)** ▶ $ ____________

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee